

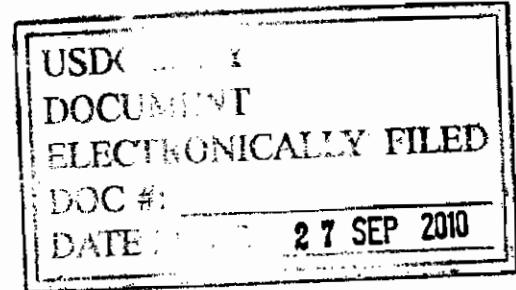
UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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 IN RE MORGAN STANLEY :  
 MORTGAGE PASS-THROUGH :  
 CERTIFICATES LITIGATION :

This Document Relates To:

ALL ACTIONS :

MASTER FILE  
09 Civ. 2137 (LTS) (MHD)



**STIPULATION AND [REDACTED] ORDER MODIFYING  
BRIEFING SCHEDULE ON DEFENDANTS' MOTION  
TO DISMISS THE SECOND AMENDED COMPLAINT**

This Stipulation is entered into between plaintiffs Public Employees' Retirement System of Mississippi, Members United Corporate Federal Credit Union, NECA-IBEW Health and Welfare Fund, United Western Bank, Pompano Beach Police and Firefighters' Retirement System and Carpenters Pension Fund of West Virginia (collectively, "Plaintiffs") and defendants Morgan Stanley, Morgan Stanley Capital I Inc., Morgan Stanley Mortgage Capital Holdings LLC, Morgan Stanley & Co. Incorporated, Anthony B. Tufariello, William J. Forsell, Steven S. Stern and David R. Warren (collectively, "Defendants").

**WHEREAS**, on September 10, 2010, Plaintiffs filed and served an amended complaint entitled "Second Amended Complaint for Violation of the Federal Securities Laws" (the "Second Amended Complaint");

**WHEREAS**, Defendants intend to respond to the Second Amended Complaint by moving to dismiss it;

**WHEREAS**, under federal and local civil rules, Defendants' motion to dismiss the Second Amended Complaint would be due on September 27, 2010; opposition papers would be due October 14, 2010; and any reply papers would be due October 25, 2010;

**WHEREAS**, counsel for the parties have met, conferred and agreed to a schedule for briefing Defendants' anticipated motion to dismiss the Second Amended Complaint;

**WHEREAS**, there has been no previous request for modification of the briefing schedule on Defendants' motion to dismiss the Second Amended Complaint;

**THEREFORE, IT IS HEREBY STIPULATED AND AGREED**, by and between Plaintiffs and Defendants, through their undersigned counsel, as follows:

1. Defendants shall serve and file a motion to dismiss the Second Amended Complaint no later than October 11, 2010;
2. Opposition papers shall be served and filed no later than November 5, 2010; and
3. Any reply papers shall be served and filed no later than November 23, 2010.

Respectfully submitted,

Dated: September 24, 2010

DAVIS POLK & WARDWELL LLP



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*Additional Counsel for Plaintiffs*

SO ORDERED:



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United States District Judge

Dated: New York, New York

Sept 27, 2010